

N97000005745

SOURCE Institute



Wednesday, October 15, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002324719-1

-10/20/97-01152-006
*****35.00 *****35.00

Reference: SOURCE Institute, Inc.

Articles of Amendment (Doc. # N97000005745)

As spoke with you by telephone, enclosed is the SOURCE Institute's Articles of Corporation amendments. I have not made any changes to the Principal office name, the registered agent nor the incorporator. I just submitted a typed version rather than my bad filed hand writing version.

I have enclosed a check for \$35 (check # 1139) for filing fee. Please send me confirmation that my amendments were file; you may return confirmation to me at 8672 Delcris Drive, Gaithersburg, MD 20879-4377 or FAX the files confirmation to me at (301) 869-9623

For your information the assigned E.I.N. for this Non-Profit corporation is 58-2347304

H. Harrison Valentine

H.(Hank) Harrison Valentine
Chairman, Advisory Board

Amend.
12-11-97
CC

97 DEC 11 AM 11:41

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SOURCE Institute



Wednesday, December 10, 1997

Ms. Cheryl Coulliette
Florida Department of State
Division of Corporations

Ms. Coulliette,

As we spoke yesterday via telephone, enclosed is the corrections you requested. My telephone number is (301) 869-1662.

A handwritten signature in cursive script that reads "H. Harrison Valentine".

H. (Hank) Harrison Valentine
Chairman, Advisory Board



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

SOURCE INSTITUTE
H. HARRISON VALETINE
8672 DELCRIS DRIVE
GAITHERSBURG, MD 20879-4377

SUBJECT: SOURCE INSTITUTE, INC.
Ref. Number: N97000005745

We have received your document for SOURCE INSTITUTE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must comply with the 617 Florida Statutes when doing an amendment to your non-profit corporation. A non-profit corporation does not have stock so, the paragraph that shows capital should be changed where the shares are mentioned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 397A00051564



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1997

SOURCE INSTITUTE
H. HARRISON VALETINE
8672 DELCRIS DRIVE
GAITHERSBURG, MD 20879-4377

SUBJECT: SOURCE INSTITUTE, INC.
Ref. Number: N97000005745

We have received your document for SOURCE INSTITUTE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 397A00051564

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SOURCE *Institute*, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
27 DEC 11 AM 11:41

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: This document amends, in its entirety, the original Articles of Incorporation of the SOURCE Institute, Inc., filed in the State of Florida on 1997 October 10 at 1:26 p.m.. The reasons for this articles of amendment are: (1) to correct and improve readability from the hand written original previously filed, language and grammar; (2) to, more precisely, defined the organization and its intended purposes and (3) to further define its managing, operating and method of dissolving should the occasion arrive.

ARTICLE I NAME: The name of the corporation shall be:
SOURCE *Institute*, Inc.

ARTICLE II PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be: 3170 NW 48th Street, Miami, Florida 33142-3419

ARTICLE III PURPOSE(S): The SOURCE *Institute* is organized and operated exclusively for educational charitable reasons within the meaning of Section 501(c) of the Internal Revenue Code of 1954 and is formed to be a nonprofit corporation to give assistance in offering minority and economically and socially disadvantaged students the opportunity to work, in collaboration with other academic institutions, on and with cutting-edge advanced technologies. SOURCE *Institute*'s student-members develop the skills necessary for doing business with industries and communicating with a diverse work force. SOURCE *Institute* places the students and faculty in a working and learning environment with leading scientists, researchers, and corporate executives; and also supports on-campus research and development projects. SOURCE *Institute* members must be registered and in good standing with an Historically Black College or University (HBCU), a Minority Institution (MI), or be a

minority student or faculty member at a non-HBCU/MI institution of higher learning.

No substantial part of the activities of SOURCE *Institute* shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and SOURCE *Institute* shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

SOURCE *Institute* is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all moneys received by SOURCE *Institute* from its operations, after the payment in full of all debts and obligations of SOURCE *Institute*, shall be used and distributed exclusively for educational, technology and scientific research, and charitable purposes.

SOURCE *Institute* is a student-run company initially established to provide advanced technology research and related services to industry, Government, and academia. SOURCE *Institute* is designed so that each student could enhance their education and career by receiving industry and governmental agencies training on and off campuses to a schedule that recognizes society's change from a seasonal agricultural economy to a year-round industrial economy. Initial research and development services include virtual environment simulations; statistical analysis; systems integration; software systems architectures, design, development, and test; as well as technical assistance and consultation.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS: The SOURCE *Institute* Chief Executive Officer (CEO) is the business and financial executor, general promoter and has ultimate command and control of the corporation. H. (Hank) Harrison Valentine (SSN# 267-60-5294) will serve as the permanent CEO of SOURCE *Institute*. According, as required by Florida law, the minimum number of three (3) directors must serve as Directors. SOURCE *Institute* has five (5) Directors (hereafter referred to as the "BOARD". Honorarium of no less than \$6,000 for the CEO, \$2,000 for the Chairperson, and \$600 for all Directors may be paid annually.

(1) Mrs. Brenda E. Valentine (Chairperson) of 11009 Swansfield Road, Columbia, Maryland 21044; (2) Mr. Michael Sean McRae of 1330 OST # 6107, Houston, Texas 77054; (3) Mrs. Linda Hudroge Carroll of 6247 April Brook Circle, Columbia, Maryland 21045; (4) Mr. John Menso of 8670 Delcris Drive, Gaithersburg, Maryland 20879; and (5) H.(Hank) Harrison Valentine of 3170 NW 48th Street, Miami, Florida 33142.

Additional Directors can be nominated by any interested academia, industry or government person supporting the objectives and/or goals of *SOURCE Institute*. Nominees recommended for the *SOURCE Institute's* BOARD must be approved by the permanent CEO, H.(Hank) Harrison Valentine. The term in office for Directors is consider to be permanent unless a Director wishes to resign or be removed from office by the H. Harrison Valentine Corporation's President. The *SOURCE Institute* organization is determined by the Board.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS:

H. Harrison Valentine (SSN# 267-60-5294)
3170 NW 48th Street
Miami, Florida 33142-3419

ARTICLE VI INCORPORATOR: *SOURCE Institute* was inspired by and incorporated by the H. Harrison Valentine Corporation (FID# 65-0475976). The name and address of the Incorporator of these Articles of Incorporation, amended, is:

H. Harrison Valentine, Inc.
3170 NW 48th Street
Miami, Florida 33142

ARTICLE VII Capitalization: The total amount of capital for this corporation is ten thousand dollars (\$10,000).

ARTICLE VII Retained and Dissolution of Assets: All *SOURCE Institute's* net earnings and assets held within must be used and/or distributed for the furtherance of advancing the minority student-employees interest in professional career developments, i.e., needed for enhancing minority students education and post education career development, such as stipends, scholarships, grants, materials, equipment or such other things that might be used for undergraduate and graduate students, the participating academic institutions, any Historically Black College/University (HBCU), or any Minority Institution (MI) within the United States. If *SOURCE Institute* has to be dissolved, all its assets including the remaining in-hand cash must be distributed, in an appropriate manner, to the benefit of students, participating academic institutions or any Historically Black

College/University (HBCU), any Minority Institution (MI) within the United States.

ARTICLE VIII MEMBERSHIP: SOURCE *Institute* employs graduate and undergraduate students, as well as utilizing faculty professors as researchers / scientists. A primary objective of SOURCE *Institute* is to simulate experimental work as measured by increased scientific activity and increased participation in research of both students and faculty. To assist the Board in adopting the SOURCE *Institute*'s bylaws, goals, objectives, and general operating policies, the Board will establish a SOURCE *Institute* Student Advisory Board (SAB). The SAB is responsible for advising the BOARD, the student officers, and other associates on ways to help in managing the business, regulating the affairs of the corporation that is not inconsistent with law or these articles of incorporation, and improve SOURCE *Institute*'s moral and doctrine. The SAB membership and structure are defined by the CEO and/or the BOARD. Members are appointed to and removed from the SAB by the CEO, or the BOARD, or by the SAB on "show cause evidence" presented by any SAB member that received a favorable majority vote of the SAB.

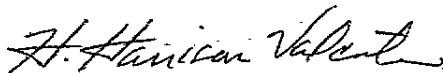
The authorized number and qualifications of the members of SOURCE *Institute*, the manner of their admission, the different classes of membership, the property, voting, and the payments for services shall be set forth in the bylaws.

SECOND: The date of adoption of the amendments was: October 13, 1997

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the incorporator, who is also CEO, H. Harrison Valentine.

SOURCE *Institute*, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

H. Harrison Valentine

Typed or printed name

Incorporator / CEO

October 13, 1997

Title

Date